

# **MARATHON PETROLEUM CORPORATION**

## **Sustainability Committee Charter**

(Effective October 1, 2018)

### **Statement of Purpose**

The Sustainability Committee (the “Committee”) is a standing committee of the Board of Directors of Marathon Petroleum Corporation (the “Company”). The purpose of the Committee is to assist the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities with respect to matters relating to the health, environment, safety and the security of personnel and physical assets.

### **Authority**

The Committee shall have the authority and responsibility, in its sole discretion, to retain or obtain the advice of a consultant, outside legal counsel or other advisor (an “Advisor”), including the authority to approve the fees and other terms of engagement of any Advisor retained by the Committee to assist the Committee in the performance of its functions. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of the compensation of any Advisor engaged by the Committee. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company’s outside counsel, inside counsel or any other person meet with any members of, or consultants to, the Committee.

The Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, rule or regulation with respect to all matters encompassed by this charter. The Committee shall have the authority to engage independent counsel or other advisors, as it determines necessary to carry out its duties.

### **Membership**

This Committee shall be comprised of not less than three nor more than seven members of the Board. The members of the Committee shall be appointed by the Board, and shall serve until their successors are duly elected and qualified, or until their earlier death, resignation or removal. The Board shall have the authority at any time to remove one or more members of the Committee. The Chair of the Committee shall be designated by the Board. If the Board should fail to elect a Chair of the Committee, or should the Chair of the Committee be absent or unavailable, the members of the Committee may designate an acting Chair of the Committee by majority vote of the Committee membership.

### **Meetings**

The Committee will meet at least two times each year, with authority to convene additional meetings as circumstances require. The Chair of the Committee or a majority

of the Committee members may call a meeting of the Committee at any time. All Committee members are expected to attend each meeting, in person or via teleconference. Meeting agendas will be prepared by or under supervision of the Chair of the Committee and provided in advance to members, along with appropriate briefing materials. Any Committee member may submit items to be included on the agenda. The Chair of the Committee will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time. Minutes of each meeting shall be prepared. If requested by any member of the Committee, time shall be allotted for an executive session of Committee members only and any officer or other employee of the Company or outside advisors the Committee may invite.

### **Quorum**

A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of the Committee membership present in person or via teleconference at a meeting duly called and held, unless a greater number is required by applicable law, rule or regulation.

### **Responsibilities**

The following shall be the principal responsibilities of the Committee:

1. *Review of Company Policies.* The Committee shall review at least annually the Company's Health, Environment, Safety and Security ("HES&S") policies.
2. *Review of Program Effectiveness.* The Committee shall review and assess the effectiveness of the HES&S programs, including but not limited to periodic performance metrics and audits.
3. *Review of Employee Core Value Communication.* The Committee shall review the methods used to communicate the Company's HES&S core values to employees.
4. *Review of Information Technology Controls.* The Committee shall review and assess the effectiveness of information technology controls relating to business continuity, data privacy and cyber security associated with the operation of physical refining and logistics assets.
5. *Review of Certain Legal Matters.* The Committee shall review periodically with management its HES&S activity with respect to significant legal matters, or emerging or proposed laws or regulations that may have a material impact on the Company's financial results or operations.
6. *Review of Company Financial Reports.* The Committee shall review and assess periodically the Company's significant HES&S liabilities reported in the Company's annual, quarterly and periodic reports, including the Company's financial statements.

7. Review of Climate Report. The Committee shall review the Company's Perspectives on Climate-Related Scenarios Report at least on an annual basis.
8. Review of Citizenship Report. The Committee shall review the Company's Citizenship Report at least on an annual basis.
9. Review of Contingency and Emergency Response Planning. The Committee shall review at least annually, management's report on contingency planning and emergency response activities.
10. HES&S Stakeholder Engagement. The Committee shall review on an annual basis the Company's year over year performance and public reporting and engagement on HES&S matters that may affect the Company's reputation.
11. Report to Board of Directors. The Committee shall make regular reports to the Board concerning its responsibilities.
12. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
13. Other Delegated Responsibilities. The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.
14. Committee Performance Evaluation. The Committee shall develop criteria for evaluation of its performance consistent with the responsibilities set forth in this charter and evaluate its performance on an annual basis.
15. Review of Charter. The Committee shall assess and report to the Board, on an annual basis, regarding the adequacy of this charter.